

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

ZENWORK, INC. f/k/a TECHATLANTIS,
INC.,

Plaintiff,

v.

AVALARA, INC.,

Defendant.

AVALARA, INC.,

Counterclaim
Plaintiff,

v.

ZENWORK, INC. f/k/a TECHATLANTIS,
INC. d/b/a EXAKTO.COM;
1099ONLINE.COM, TAX1099.COM; EZ2290;
EZIFTA; EZEXTENSION; and
FBARONLINE,

Counterclaim
Defendants.

NO. 2:16-cv-01325-RAJ

DECLARATION OF MICHAEL
BROWN IN SUPPORT OF
AVALARA'S MOTION FOR ORDER
OF POSSESSION OR IN THE
ALTERNATIVE PRELIMINARY
INJUNCTION

1
2 I, Michael Brown, declare as follows:

3
4 1. I am an attorney licensed to practice law in the State of Washington and I represent Avalara,
5
6 Inc. in this action. I have personal knowledge of the facts set forth below and am competent to
7
8 testify.

9
10 2. On November 30, 2016 I participated in a telephone conference with Suzanne Clark
11
12 and Michelle Peterson, counsel for TechAtlantis, to discuss this motion and whether there was a way
13
14 for the parties to come to an agreement that would obviate it. We were unable to come to such an
15
16 agreement.

17
18 3. Attached hereto as **Exhibit A** is a true and correct copy of a September 29, 2016
19
20 letter from Avalara to TechAtlantis, demanding the return of the AVA Data promptly once the Wind-
21
22 Down Period ended on September 30, 2016.

23 I declare under penalty of perjury under the laws of the State of Washington that the
24
25 foregoing is true and correct.

26
27 Dated: December 15, 2016



28
29
30 Michael P. Brown

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2016, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the following:

Michelle Peterson
Michelle Peterson Law, PLLC
1420 Fifth Avenue, Suite 2200
Seattle, WA 98101
michelle@michellepetersonlaw.com

Suzanne G. Clark
Clark Law Firm, PLLC
244 W. Dickson St., Suite 201
P.O. Box 4248
Fayetteville, AR 72702-4248
sclark@clark-firm.com

DATED this 15th day of December, 2016.

s/ Jeffrey M. Thomas
Jeffrey M. Thomas, WSBA #21175

Exhibit A



1100 2nd Avenue, Suite 300
Seattle, WA 98101
www.avalara.com

(206) 641-2560
(877) 780-4848
F: (206) 641-2458

September 29, 2016

Via email: sclark@clark-firm.com

Suzanne G. Clark
Clark Law Firm PLLC
244 West Dickson Street, Suite 201
Fayetteville, AR 72702

Dear Ms. Clark:

As you are aware, Section 10.3.3 of the Reseller Agreement between your client TechAtlantis, Inc. (TechAtlantis, or Partner) and Avalara, Inc. (AVA) states "AVA and Partner shall work in good faith to promptly create a reconciled list of AVA Customers who purchased Avalara 1099 Prepaid Contracts or Pay-As-You-Go services in the 12 months prior to the Termination Date [of the agreement]. AVA and Partner will ensure that these AVA Customers are able to retrieve their data from Avalara1099."

AVA Customers have not been able to retrieve their data despite repeated requests of TechAtlantis, and we strongly believe TechAtlantis has failed to put forth *any* good faith efforts in this regard. In any event, now that the Wind Down Period expires on September 30, 2016, Section 10.4 provides that TechAtlantis must return to AVA all Confidential Information, papers, materials and other properties of [AVA]..."

Please have your client return all Confidential Information by close of business on Wednesday, October 5, 2016. If your client requires additional reasonable time to comply, please advise immediately. The returned information should include the AVA Customer Data and the AVA Data, which, pursuant to Section 7.3 of the Reseller Agreement, is deemed to be Confidential Information. More specifically, this should include the following:

1. A .csv file of the following (encrypted, password protected or other secure method):
 - Reference ID
 - User Name (i.e. user that created the form)
 - Office ID
 - Payer/Employer identification number
 - Payer Name
 - Payer Address
 - Recipient Identification Number
 - Recipient Name
 - Recipient Address



1100 2nd Avenue, Suite 300
Seattle, WA 98101
www.avalara.com

(206) 641-2560
(877) 780-4848
F: (206) 641-2458

- Form Name
- If Void or Corrected Form
- All Box Entries on All Forms (e.g., Boxes 1-18 on a 1099-MISC)
- E-file Submission Dates
- Federal E-File Identification/Reference Number
- State E-file Identification/Reference Number
- Form Mailed to Recipient (Yes/No)
- Dates Form Mailed to Recipient (Each Time It was Mailed)
- TIN Match (Yes/No)
- TCC Codes

2. Pdfs of all forms created by Tech Atlantis using any of the above data.

Please direct any questions or comments to me.

Regards,

A handwritten signature in cursive script, appearing to read "Alesia Pinney".

Alesia Pinney
EVP & General Counsel

cc: Jeff Thomas